

RECORDATION NO. 28074-C FILED
NOV 04 '09 -11 00 AM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
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November 4, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: **Trinity Rail Leasing VII**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of November 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture being filed with the Board under Recordation Number 28074

The names and addresses of the parties to the enclosed document are.

Buyer Trinity Rail Leasing VII LLC
 2525 Stemmons Freeway
 Dallas, Texas 75207

Seller: Trinity Rail Leasing Warehouse Trust
 2525 Stemmons Freeway
 Dallas, Texas 75207

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A description of the railroad equipment covered by the enclosed document
IS:

2,529 railcars:

NKCR 3501 - NKCR 3530
NKCR 3681 - NKCR 3815
RPNX 60001 - RPNX 60006
TCPX 70000 - TCPX 70099
TILX 770 - TILX 799
TILX 24001 - TILX 24152 (not inclusive)
TILX 30133 - TILX 30137
TILX 34583 - TILX 34602
TILX 44096 - TILX 44180
TILX 44542 - TILX 44581
TILX 54505 - TILX 54611
TILX 54762 - TILX 54989
TILX 56138 - TILX 56385 (not inclusive)
TILX 100820 - TILX 100823
TILX 110472 - TILX 110476
TILX 120036 - TILX 120042
TILX 160621 - TILX 160720
TILX 180131 - TILX 180145
TILX 191385 - TILX 191393 (not inclusive)
TILX 194360 - TILX 194487 (not inclusive)
TILX 196895 - TILX 196994
TILX 197420 - TILX 197437
TILX 197442 - TILX 197452
TILX 198743 - TILX 198929
TILX 198932 - TILX 199359 (not inclusive)
TILX 200859 - TILX 200881
TILX 200917 - TILX 200919
TILX 201264 - TILX 201451 (not inclusive)
TILX 210112
TILX 253365 - TILX 253376
TILX 253437 - TILX 253466
TILX 253476 - TILX 253924 (not inclusive)
TILX 261531
TILX 261679 - TILX 262407 (not inclusive)
TILX 262420 - TILX 262478
TILX 262480 - TILX 262733 (not inclusive)
TILX 262737 - TILX 262775
TILX 262972 - TILX 262978
TILX 303409 - TILX 303444 (not inclusive)

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TILX 303852 - TILX 303888
TILX 304001 - TILX 304013
TILX 400717 - TILX 400726
TILX 401201 - TILX 401207
TILX 401422 - TILX 401487 (not inclusive)
TILX 517085 - TILX 517181 (not inclusive)
TILX 570001 - TILX 570085
TILX 600005 - TILX 600134
TILX 600215 - TILX 600234
TILX 600295 - TILX 600334
TILX 640848 - TILX 640862
TILX 641178 - TILX 641247
TILX 641349 - TILX 641512 (not inclusive)
TILX 642057 - TILX 642217 (not inclusive)

A short summary of the document to appear in the index is.

Bill of Sale.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

NOV 04 '09 -11 00 AM

BILL OF SALE**SURFACE TRANSPORTATION BOARD**

TRINITY RAIL LEASING WAREHOUSE TRUST, a Delaware statutory trust (the "Seller"), in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration paid at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto TRINITY RAIL LEASING VII LLC, a Delaware limited liability company (the "Buyer") and its successors and assigns all right, title and interest of the Seller, in and to the items of railroad cars set forth on Schedule I hereto and any and all substitutions and replacements thereof (the "Railcars"), together with (A) any and all accessions, additions, improvements, appurtenances, accessories, parts and other equipment or property incorporated on, installed on or attached thereto, (B) all licenses, manufacturer's warranties and other warranties, Supporting Obligations, Payment Intangibles, Chattel Paper, General Intangibles and all other rights and obligations related to the Railcars, (C) all Railroad Mileage Credits related thereto which have been delivered by the Seller pursuant to the Purchase and Contribution Agreement, dated as of November 5, 2009 (the "Asset Transfer Agreement"), by and among the Buyer, Trinity Industries Leasing Company and the Seller, and all payments in respect of such credits, (D) all tort claims and other claims of any kind or nature related to such Railcars and any payments in respect of such claims and (E) all other payments owing by any Person (including any railroads or similar entities) in respect of or attributable to such Railcars or the use, loss, damage, casualty, condemnation of such Railcars or the Marks associated therewith, in each case whether arising by contract, operation of law, course of dealing, industry practice or otherwise; and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof (collectively, the "Purchased Railcars").

To have and to hold all and singular the rights to the Purchased Railcars to the Buyer and its successors and assigns for its and their own use and behalf forever.

And the Seller hereby warrants to the Buyer and its successors and assigns that at the time of delivery of the Purchased Railcars, the Seller has good and marketable legal and beneficial title to and good and lawful right to sell, the Purchased Railcars, and the Purchased Railcars are free and clear of all Liens (other than Permitted Encumbrances), and the Seller covenants that it will defend forever such title to the Purchased Railcars against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Encumbrances) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of the Purchased Railcars by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in the Purchased Railcars, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller hereby also grants the Buyer a security interest in the Purchased Railcars. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Asset Transfer Agreement provide that this Bill of Sale is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in the Purchased Railcars.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in Appendix A to the Indenture, dated as of November 5, 2009, by and between the Buyer and Wilmington Trust Company.

This Bill of Sale shall be governed by and construed in accordance with the laws of the State of New York, including, without limitation, Section 5-1401 and Section 5-1402 of the New York General Obligations Law but otherwise without regard to conflict of laws principles.

This Bill of Sale shall be binding upon and shall inure to the benefit of, and shall be enforceable by, the parties hereto and their respective successors and assigns as permitted by and in accordance with the terms hereof. Except as expressly provided herein or in the other Operative Agreements, no party hereto may assign their interests herein without the consent of the parties hereto.

The Seller will duly execute and deliver to the Buyer such further documents and assurances and take such further action as the Buyer may from time to time reasonably request or as may be required by applicable law or regulation in order to effectively carry out the intent and purpose of this Bill of Sale and to establish and protect the rights and remedies created or intended to be created in favor of the Buyer hereunder, including, without limitation, the execution and delivery of supplements or amendments hereto, in recordable form.

* * *

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed as
of the 5 day of November, 2009.

TRINITY RAIL LEASING WAREHOUSE TRUST

By:

Name: James E. Perry

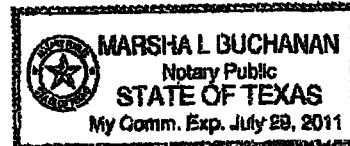
Title: Vice President, Treasurer and Assistant
Secretary

STATE OF Texas }
COUNTY OF Dallas } SS:

On this 3rd day of November, 2009, before me personally appeared James E. Perry, to me personally known, who being duly sworn, stated that he is Vice President, Treasurer and Assistant Secretary of TRINITY RAIL LEASING WAREHOUSE TRUST, that said instrument was signed on behalf of said entity by authority of its management or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

Marsha L Buchanan
Notary Public

My Commission Expires: 11/29/2011



SCHEDULE I

ID	Asset Mark	Car Type
1	NKCR003501	Freight
2	NKCR003502	Freight
3	NKCR003503	Freight
4	NKCR003504	Freight
5	NKCR003505	Freight
6	NKCR003506	Freight
7	NKCR003507	Freight
8	NKCR003508	Freight
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11	NKCR003511	Freight
12	NKCR003512	Freight
13	NKCR003513	Freight
14	NKCR003514	Freight
15	NKCR003515	Freight
16	NKCR003516	Freight
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1992	TILX401467	Tank
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1994	TILX401469	Tank
1995	TILX401470	Tank
1996	TILX401471	Tank
1997	TILX401472	Tank
1998	TILX401473	Tank
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2325	TILX641196	Freight
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2332	TILX641203	Freight
2333	TILX641204	Freight
2334	TILX641205	Freight
2335	TILX641206	Freight
2336	TILX641207	Freight
2337	TILX641208	Freight
2338	TILX641209	Freight
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2343	TILX641214	Freight
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2345	TILX641216	Freight
2346	TILX641217	Freight
2347	TILX641218	Freight
2348	TILX641219	Freight
2349	TILX641220	Freight
2350	TILX641221	Freight
2351	TILX641222	Freight
2352	TILX641223	Freight
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2372	TILX641243	Freight
2373	TILX641244	Freight
2374	TILX641245	Freight
2375	TILX641246	Freight
2376	TILX641247	Freight
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2499	TILX642187	Freight
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2527	TILX642215	Freight
2528	TILX642216	Freight
2529	TILX642217	Freight

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

11/14/09

Robert W Alvord

